

BY-LAWS OF THE FIRST UNITARIAN SOCIETY OF PLAINFIELD

Adopted by the Congregation: May 21, 1897.

Last amended: February 21, 2021

Article I: NAME

The name of the organization is THE FIRST UNITARIAN SOCIETY OF PLAINFIELD, NEW JERSEY (UNITARIAN - UNIVERSALIST) as specified in its certificate of incorporation as a religious society or church under laws of the State of New Jersey. The organization is currently doing business as “First Unitarian of New Jersey”.

Article II: PURPOSES

- A.** The Society, a member congregation of the Unitarian Universalist Association, affirms and promotes the inherent worth and dignity of every person; justice, equity and compassion in human relations; acceptance of one another and encouragement to spiritual growth in our congregations; a free and responsible search for truth and meaning; the right of conscience and the use of the democratic process within our congregation and in society at large; the goal of world community with peace, liberty and justice for all; and respect for the interdependent web of all existence of which we are a part.
- B.** The Society further declares its special responsibility to promote the full participation in the life of the Society of all persons without regard to race, color, sex, ability, affectional or sexual orientation, age, socio-economic level, national origin or ethnicity; and to protect each individual’s freedom of religious belief which is inherent in the Unitarian Universalist heritage.
- C.** The Society provides for public religious worship, for religious education, and for the conduct of other religious, educational, community service and social activities.

Article III: MEMBERSHIP

- A.** Any person who indicated sympathy with the purposes of the Society and who signs the Membership Book in the presence of the Minister or, in the Minister’s absence, a member of the Membership Committee or of the Board of Trustees, and who makes an annual contribution of record is a member of the Society, unless this requirement is waived by the Minister or President of the Society.
- B.** No acceptance of or subscription to any creed is required of any member of the Society.
- C.** Members are legal members for denominational purposes and may vote at the age of fourteen (14) years, and after being enrolled in the Society for at least five (5) weeks prior to an Annual or Special Meeting. An enrolled member may be nominated for elective office in the Society after reaching the age of fourteen (14).
- D.** Resignation from the Society may be by written notice to the Board Secretary; removal may be upon recommendation by the Minister and Committee On Ministry, consistent with the Society’s Safe Congregations Policy, to the Board of Trustees.

Article IV: MEETINGS

- A. Meetings may take place in a physical location, online through remote attendance, or in a hybrid combination of both physical and remote attendance. The meeting mode shall be determined by the Board prior to giving notice of the meeting. Remote attendance must be confirmed both visually and verbally, by the Board Secretary or other Board member taking attendance, or by at least two other members of the congregation whose attendance has been confirmed by the aforementioned Board member.
- B. An Annual Meeting of the Society is held in May or June of each year at the Society's usual place of public worship. The specific date is determined by the Board of Trustees for the purposes of elections, for the presentation of reports, for action on the proposed budget for the following year, and for the transaction of such other business as may be brought before the meeting.
- C. Special Meetings of the Members are called by the President to be held on such dates as may be fixed by the Board of Trustees at the Society's usual place of public worship, whether in-person, remote, or online. Any twenty-five (25) members may call for a Special Meeting by filing a written petition with the Board secretary stating the purpose of the meeting. The Special Meeting must be held no later than four (4) weeks after the petition is filed with the Board Secretary.
- D. Notice of any Annual or Special Meeting, including date and start time, location, access information, and voting instructions must be given by:
 - 1. Posting a written notice on the Society's website, in a conspicuous place in the Society's place of worship, if Sunday worship is held in a physical location, and displayed prior to the service if Sunday worship takes place remotely on the two (2) Sundays immediately preceding the meeting. The notice shall provide the time, place, remote/online access information if applicable, and purposes of the meeting.
 - 2. Reading the notice at the service on the two (2) Sundays immediately preceding the meeting.
 - 3. Sending a notice by using electronic means (e-mail, text, newsletter) to all Members at least three (3) weeks prior to the date of a scheduled Annual Meeting or two (2) weeks prior to the scheduled date of a Special Meeting. Notice to be sent via first class mail upon request of member.
- E. Notice of a Special Meeting must state the purpose(s) thereof. No other business may be considered at such a meeting.
- F. Quorum requires 25% of the members of the Society eligible to vote to be present at any Annual or Special Meeting of the Society. Being present is defined as in-person or remote/online attendance.
- G. A majority of the votes cast determines all substantive questions unless a greater number is specifically required by these by-laws for the determination of any particular matter. In the

case of documents or position statements representing the voice of the Congregation (Mission Statements or Congregational positions) a 3/4 vote by the members at a church meeting is required. The issue and the text to be voted on must be included in the notice announcing the Congregation of the meeting.

- H. **Absentee ballots:** A member of this Society who is unable to attend a special or congregational meeting may cast an absentee ballot. The request must be made and the absentee ballot submitted to the Board Secretary prior to the day of the meeting. Absentee ballots shall not affect the quorum requirements.
- I. Members attending a remote or hybrid meeting may vote through secure electronic means or may cast absentee ballots in advance of the meeting. The secure electronic means, including whether these votes must be cast prior to the meeting or during the meeting when the chair puts the question to a vote, shall be determined by the Board prior to the publication of the notice of the meeting.

Article V: BOARD OF TRUSTEES

The policy-making and executive powers of the Society are vested in the Board of Trustees. This board consists of four (4) Members of the Society, representing the Society at large, plus the President, Vice-President, and Secretary.

The Executive Committee of the Board of Trustees consists of the President, Vice -President, and Board Secretary. This committee is empowered to act for the Board of Trustees in emergency situation when it is not possible to obtain a quorum of the full Board.

- A. **Election:** Trustees are elected by the Members of the Society at the Annual Meeting upon nomination as provided for in these By-Laws.
- B. **Terms:** The Trustees-at-large are elected for terms of two (2) years. Two Trustees-at-Large shall be elected in an even year and two shall be elected in an odd year. All terms commence on July 1, following the Annual Meeting.
- C. **Vacancies:** All vacancies shall be filled by appointment of the Board of Trustees until the next succeeding Annual Meeting at which time such vacancies shall be filled by election upon nominations provided for in these by-laws.
- D. **Resignations and Removals:** A Trustee may resign upon written notice to the Secretary. A Trustee may be removed after missing three (3) consecutive regular Board meetings or for cause consistent with the Safe Congregations Policy by a 3/4 vote of the Board Members present at a Board meeting. A copy of the resolution for removal must be presented to the affected Trustee at least two (2) full weeks prior to the meeting at which the resolution is to be considered.
- E. **Responsibilities:** The ultimate determination of all matters of basic policy is vested in the Members of the Society. Between meetings of the Society, implementation and management of basic policy is vested in the Board of Trustees. In the discharge of its duties the Board has the following specific responsibilities, the enumeration of which does not deny or limit other responsibilities except as limited in these By-Laws:

1. To promote the purposes of the Society;
2. To govern, direct and safeguard business and financial affairs of the Society;
3. To act in a policy-formulating capacity;
4. To propose compensation of the Minister and of other Society employees;
5. To review and approve or amend emergency actions of the Executive Committee.

F. Meetings: The Board of Trustees shall meet at a regular time and place at least ten (10) times each year. Additional meetings may be called by the President or by a majority vote of the Board. All Board meetings are open to members of the Society. When the Board of Trustees considers matters of personnel or litigation or other sensitive matters, the Board may meet in executive session, for which only Board members and the Minister shall be present. If necessary, other persons may be included in the session at the sole discretion of the Board. If it is necessary to discuss matters that concern the Minister, the Minister(s) may be excused from executive session.

G. Quorum: The Board of Trustees must have four (4) members present to comprise a quorum.

H. Policies: A manual of Policies governing the operations of the Society shall be adopted annually by the Board of Trustees. The board shall cause to be written and adopt policies for Finance, Personnel, and Safe Congregations, as well as other policies necessary for providing oversight over and guidance of the operations of the Society.

Article VI: OFFICERS

The Officers of the Society are the President, the Vice President, the Secretary, and the Treasurer. All Officers are Members of the Society. The President, Vice President and Secretary are members of the Board of Trustees. The Treasurer may be a member of the Board of Trustees. Election is by the members of the society at the Annual Meeting upon nomination as provided in these By-Laws.

A. Terms: The Officers of the Society are elected for a term of two years. The President and Vice President are elected in even years and the Secretary is elected in odd years.

B. Vacancies: Resignations and Removals: A vacancy in the office of President is filled by succession of the Vice President. The Board of Trustees fills all other vacancies by appointment until the next Annual Meeting. An officer may resign by written notice to the Secretary of the society. An Officer may be removed for cause by three-fourths (3/4) vote of the Members voting at any Annual or Special Meeting of the Society. A copy of the resolution must be presented to the affected Officer at least three (3) full weeks before the meeting at which it is to be considered. If the Officer position is also a Board member, the resignation notice or motion to remove must state whether the action is specific to the officer role or also encompasses Board membership.

C. Responsibilities: The Officers have the outlined specific responsibilities, the enumeration of which does not deny or limit other duties except as limited by these By-Laws.

1. The President of the Society is a member and Chairperson of the Board of Trustees and presides at all meetings of the Society, of the Board of Trustees, and of the Executive

Committee. The President submits a report to the Annual Meeting on the condition of the Society together with such recommendations as seem advisable and in the best interest of the Society. The President is an *ex officio* member of all committees and organizations of the Society except the Nominating Committee. The President shall execute all legal documents and contracts requiring competitive bidding on behalf of the society.

2. The Vice-President of the Society is a member of the Board of Trustees and assumes the duties of the President in the absence of the President. The Vice-President coordinates and approves all fund-raising involving church facilities and activities. The Vice-President chairs a personnel committee,.

3. The Secretary of the Society is a member of the Board of Trustees and keeps minutes of meetings of the Society, of the Board of Trustees, and of the Executive Committee, The Secretary maintains custody of the corporate seal of the Society and impresses and attests the same on all documents which require legal execution.

4. The Treasurer reports to the Finance Committee. Lacking the appointment of a Finance Committee, the Treasurer reports directly to the Board of Trustees. The Treasurer has custody of all money belonging to the church and keeps careful and accurate records of income and receipts and is responsible for the outflow of funds held by the Society, and keeps careful and accurate records of expenditures.

Article VII: COMMITTEES of THE BOARD OF TRUSTEES

A. **Standing Committees**: The Board may authorize the establishment of such standing committees from among its membership as it finds necessary to study operations in specific areas and to make recommendations for Board action.

B. **Special Committees**: The Board of Trustees may authorize from time to time Special Committees as may seem desirable or necessary; these committees may have continuing responsibilities or be appointed for a limited time or specific purpose.

C. **Operating Rules for Standing Committees and Special Committees**: The following rules will govern the appointment and function of Standing and Special Committees:

1. The committee shall be established through action of the Board that specifies the responsibilities of the committee and, for Special Committees, the duration for which the committee will exist;
2. The committee chairperson and members shall be appointed by the Board President, subject to the approval of the Board;
3. The committee may make recommendations for board action, but it may not act for the Board;
4. The Board President and the Minister shall be *ex officio* members of all committees;
5. The number of committee members, including the Board President, shall be less than a quorum of the Board.

6. All committees shall be dissolved at the end of the Board's year. They may be dissolved at any time by a motion of the Board;
7. The committee may only bring forward recommendations to the Board regarding matters that have been specifically assigned to the committee by the Board, or matters determined to be emergent in nature by the Board President. Matters originating in committee outside the scope of the list of functions and duties established for each respective committee may be brought to the Board for review, but no recommendation may be presented unless the Board refers the matter back to the committee for that purpose; and
8. The committee may serve the Minister in an advisory capacity regarding the subject matters within the committee's scope. Such advice may be used as guidance in making administrative and ministerial decisions, but does not constitute direction or a decision of the Board.

D. Committee of the Whole: The Board reserves the right to meet and work as a committee of the whole in informational, discussion, and exploratory sessions. No official action shall be taken at these meetings, unless so advertised.

E. Resignations, Vacancies, and Removals: A committee member may resign upon written notice to the Secretary or the Committee Chair. All vacancies in the Standing Committees are filled by appointment by the President, subject to approval of the Board of Trustees. Committee members serve at the discretion of the Board.

Article VIII: ELECTED COMMITTEES

Elected committees are those committees for which all committee members must be members of FUSP. Elected committees include the Nominating Committee, and the Committee on Ministry.

A. The Nominating Committee: The Nominating Committee consists of at least three (3) and no more than five (5) members of the Society. The Nominating Committee is responsible to the congregation and operates independent of the Board of Trustees.

1. Responsibilities of the Nominating Committee. The Committee serves throughout the entire Church Year for the purpose of selecting and presenting candidates for all open offices and positions at the Annual Meeting of the Society and advising and assisting, on request, the President and the Board of Trustees in selecting personnel to fill such vacancies as may occur. The Nominating Committee may consult with the Committee on Ministry, the Minister, and the Current Board in selecting Candidates.
2. Restrictions. No member of the Nominating Committee is eligible for election to any position on the Board of Trustees until a lapse of one (1) year from such membership has occurred. No member of the Board of Trustees may serve on the Nominating Committee.

B. The Committee on Ministry: The Committee on Ministry consists of at least three (3) and no more than five (5) members of the Society, elected by vote of the membership at the Annual Meeting, upon recommendation by the Committee on Ministry and the Minister. No Officer or Trustee is eligible for election. The Minister and the Director of Religious Education are non-voting, *ex officio* members of the Committee on Ministry.

The Committee on Ministry has a leading role in promoting the overall health of the Society's shared ministry (lay and professional), as well as in identifying problems that need to be resolved. This Committee counsels with the Minister and Director of Religious Education regarding the effectiveness of the congregation's ministry, confers on priorities, provides

feedback on congregational matters, and generally promotes the overall ministry of the congregation. The Committee leads the assessment of the congregational ministry and, together with the Minister, educates the congregation about shared ministry. The Committee is responsible to the Congregation and reports regularly to the Board of Trustees on the state of the Society's Ministries.

- C. **Election and Chairs**: The members of all Elected Committees are elected by the Members at the Annual Meeting of the Society upon nomination as provided for elsewhere in these By Laws. The Chairs of Elected Committees are elected by committee members at the start of each year.
- D. **Terms**: The terms of all Elected Committee Chairs and Members are for two (2) years commencing July 1st following the Annual Meeting of the Society. At least two members shall be elected in an even year and at least one member shall be elected in an odd year.
- E. **Interim Vacancies**: A vacancy reducing the number of members below three (3) occurring in an elected committee is filled by appointment by the Board of Trustees until the next election, at which time the vacancy is filled by election for the remaining term of the class in which the vacancy exists. Candidates to fill vacancies arising from unfulfilled terms are also nominated as provided for in Paragraph 2 above.

ARTICLE IX: NOMINATIONS AND ELECTIONS

- A. **The Nominating Committee**. The Nominating Committee files , a written report with the Secretary of the Society naming candidates for each elective post to be filled, in sufficient time to permit posting conspicuously in the Society's buildings, and mailing to each member, at least three (3) weeks prior to the Annual Meeting.
- B. **Nominations** from the floor. Provision is made for nominations from the floor during the Annual Meeting. Nominations from the floor are to be made by the Nomination Committee. The nominee must be present or have agreed in writing to serve prior to the nomination.
- C. **Voting**. Each Member who was regularly enrolled in the Society Membership Records as a Member at least five (5) weeks prior to the Annual Meeting and who has attained the age of fourteen (14), is entitled to one (1) vote. When two persons have been nominated for a single office, the one who receives the majority vote is declared elected. In case more than two persons have been nominated for a single office, a plurality vote is sufficient. When several openings in a particular elective position are to be filled, those candidates who receive the largest number of votes are declared elected in succession until all openings are filled.

ARTICLE X: ORGANIZATIONS

Organizations: The Society may sponsor or recognize outside organizations. No such organization may represent itself as being part of or affiliated with the Society without the Society's approval.

ARTICLE XI: FINANCE AND CONTRACTS

- A. **Fiscal Year**: The fiscal year of the Society starts on July 1 and ends on June 30 of the succeeding year.

- B. Budgets and Assessments:** A balanced operating budget shall be presented for approval at each Annual Meeting. No tax or assessment may be levied on the Members unless previously authorized by the Members at a meeting for which advance notice of such tax or assessment has been provided.
- C. Property.** No real estate may be purchased, mortgaged or sold and no building may be erected unless such action is authorized by the Members at a meeting duly called and held for that purpose.
- D. Acceptance of Restricted Bequests and Gifts.** The Board of Trustees may reject bequests or gifts containing special limitations.
- E. Expense Limits.** The Board of Trustees may approve the temporary borrowing of non-operating funds for cash flow purposes, up to but not exceeding 20% of the annual budget at any time. The Board of Trustees may authorize the use of restricted funds only for specified purposes.
Committees and the Board are authorized to spend up to the funds approved for their use in the annual budget, subject to the availability of cash. During the fiscal year, the Board may, in its sole discretion, increase or reduce budget line items as necessary for operations and in response to reductions in income, but at no time may the total budgeted expenses exceed the budgeted income.
The Board may manage funds of the Society that are outside of the budget. To the greatest extent possible, the Board shall ensure that these funds are spent for the purpose for which they were originally intended. The Board shall limit the approval to disburse these funds to the available non-operating cash.
- F. Contracts for Goods and Services.** The Board of Trustees shall establish a competitive bidding policy.
- G. Bonding.** Those authorized to execute financial instruments on behalf of the Society shall be bonded or insured at the Society's expense.
- H. Endowment Funds.** The Society has established endowment funds through gifts and bequests. These funds will be managed by the Endowment Advisory Committee. Additional gifts will be solicited by the committee. All funds will be managed consistent with the conditions and restrictions placed on the gifts by the donors and policies in force when the gifts were received. Acceptance of gifts with conditions and limitations beyond the scope of the established funds are subject to approval by the Board of Trustees. The Endowment Advisory Committee shall inform the Board of the amount available for distribution at least annually. Distributions are to be made upon request by the Board of Trustees for use consistent with the intent of the source funds. The Board of Trustees shall adopt policies for the management of funds, distribution of funds, and solicitation and acceptance of gifts and bequests.
- I. Auditor.** The Board is responsible for the oversight of the society's finances and is accountable to the congregation. To this end the Board may engage an independent auditor from time to time.

ARTICLE XII: STAFF

- A. Professional Staff:** The Society may engage professionals to serve the ministry of the Society.

1. Minister. The Society may engage the service of a Minister. The Minister is chosen by the Society to be an independent voice, both in the Society and the community.
2. The Board of Trustees may engage additional professional staff upon recommendation of the Minister in order to fulfill the Mission of the Society. Such professionals may include, but not be restricted to, Religious Education, Music, and Social Justice staff. The Minister shall conduct an annual performance evaluation of all professional staff, consistent with the personnel policy of the Society.

B. Additional Support Staff. The Board of Trustees may engage an office administrator and/or additional support staff upon recommendation of the Minister, with the support of the appropriate Committee to work with the minister and the appropriate committee and be supervised by the Minister. On an annual basis, a performance evaluation will be conducted jointly by the Personnel Committee and the minister.

C. Special Relationship of the Minister to the Society:

1. Responsibilities. The Minister is expected to be concerned with all aspects of the life and activities of the Society, its welfare and its programs, including:
 - a) Responsibility for creating and implementing a substantial number of the regular Sunday programs of the Society each year;
 - b) Acting as advisor to the Religious Education program and to the Board of Trustees and various Committees of the Society;
 - c) Preparing an Annual Report;
 - d) Performing pastoral duties, such as marriages, ceremonies of union, funerals and memorial services, dedication and naming of children, other rites of passage, and counseling for Members of the Society;
 - e) Undertaking other such responsibilities on behalf of the Society, the Unitarian Universalist Association, and other appropriate organizations as are consistent with the Minister's responsibilities to the Society.
 - f) Managing all staff, including supervision of staff members, recommending hiring and termination of staff, and providing leadership and guidance to staff members.
2. Committee on Selection. When a vacancy exists in the office of Minister, for any reason, the congregation will elect a special Committee on Selection to consider the qualification of candidates to fill the vacated position. This committee consists of at least seven (7) members of the Society elected by the congregation. The name of any candidate who is the choice of at least three-fourths (3/4) of the members of the Committee on Selection may be placed before the Members of the Society at a Special Meeting for a determination of the call, provided the Notice of the Meeting has specified the proposed call of the candidate. Only one name is presented at a time for the position to be filled, and if that candidate fails of election, the Committee on Selection resumes its work and presents other names in like manner at successive Special Meetings until an election by the requisite plurality vote takes

place.

3. Election. The determination to call a Minister is made by the vote of at least three-fourths (3/4) of the Members of the Society voting at an Annual or Special Meeting. The vote is by secret written ballot.
5. Term. The Minister is engaged for an indefinite term, but a termination of employment becomes effective three (3) months after resignation or dismissal, unless at some other time arrived at by mutual consent of the Minister and the Board of Trustees.
6. Resignation. The Minister submits a resignation in writing to the Board of Trustees. The Board may accept the resignation and declare the office vacant. If the board determines that the welfare of the Society makes it advisable that the acceptance be given by the Members of the Society, it calls a Special Meeting of the Members of the Society for the purpose.
7. Dismissal. In the event that the Board of Trustees concludes that a situation is developing that might ultimately require that a change be made in the occupant of the position of Minister, the Board of Trustees and the Committee on Ministry shall arrange to discuss the matter with the incumbent present, and shall endeavor to work out a course of action to which all parties concerned can fully subscribe. Should this not be possible, and should two thirds (2/3) of the full number of the Board of Trustees then in office vote that in their judgment the Minister should be dismissed, the Board of Trustees shall call a Special Meeting of the Society, the subject of which is:
“Should _____, Minister of the First Unitarian Universalist Society of Plainfield, be asked to resign?” The vote of a majority of those voting is required to carry a motion to dismiss.

ARTICLE XIII: MINISTRIES AND OPERATIONS

- A. Responsibility. The Minister is responsible for all ministerial and operating functions not explicitly assigned to other roles or committees in these by-laws.
- B. Operating Teams. Members of the Society may be asked to form teams in support of specific functions of the Society. These teams support the Minister and work cooperatively with other staff members. The team leader may be required to report to the Board periodically.

ARTICLE XIV: AMENDMENTS

- A. Amendments. These By Laws may be amended by a two-thirds (2/3) vote of the Members of the Society voting at a regularly called Annual or Special Meeting at which a quorum is present.
- B. Notice. The Notice filed under Article IV, Section C of any meeting at which a motion will be made to amend the By Laws must state the specific amendment(s) that will be offered for consideration. The notice must include all changes, listed by article(s) and section(s).

ARTICLE XV: DISSOLUTION

At a properly scheduled Special Meeting of the Society called for the specific purpose, the Members may, by vote of 75% of those present and voting authorize the Board of Trustees to dissolve the Society. The resolution must specify the distribution of the assets of the Society. The dissolution will be in accordance with the applicable statutes of the State of New Jersey.

ARTICLE XVI: OTHER PROCEDURAL, LEGAL, and INSURANCE PROVISIONS

- A. **Parliamentary Procedures.** At all meetings of the Board and the Congregation, Robert's Rules of Order Newly Revised shall be the applicable authority on matters of parliamentary procedure to the extent that they are not inconsistent with these bylaws, the Articles of Incorporation of the Society, or applicable law.
- B. **Indemnification.** The Society shall indemnify any person who is or was an employee, agent, representative, member of the Board of Trustees, or Steering Committee volunteer of the Society against any liability asserted against such person and incurred in the course and scope of his or her duties or functions within the Society to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that is intentional, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy, vote of members or otherwise.
- C. **Open Records.** All records of the Society other than those of a personal nature shall be made available for inspection by any member during reasonable office hours.
- D. **Protection of Non-Profit Status.** Neither the Society, the Board, nor any officer or employee of the Society shall take any action or allow any activity or use of Society property that shall endanger the nonprofit corporate status or charitable, tax-exempt status of the Society or its property. Nothing in these bylaws shall be construed to allow a violation of this section.
- E. **Public Statements in the Name of the Society.** Public statements in the name of the Society on social or other public issues will be made only after a vote of the Congregation, and must include the vote of individuals within the Society for and against. This does not limit the right of individuals or groups within the Society to make statements in their own name.